

State of Idaho

Office of the Secretary of State

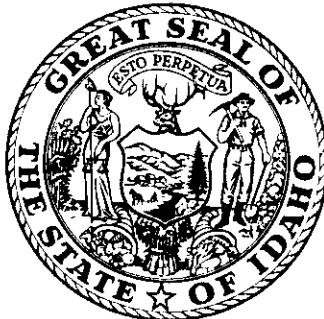
**CERTIFICATE OF AUTHORITY
OF
LEHMAN COMMERCIAL PAPER INC.**

File Number C 156699

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 5 October 2004



Ben Ysuras

SECRETARY OF STATE

By *Kristin W*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE
OCT-5 AM 11:53

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Lehman Commercial Paper Inc.

2. The name which it shall use in Idaho is: same as above

3. It is incorporated under the laws of: New York

4. Its date of incorporation is: 4/9/64

5. The address of its principal office is:

745 7th Ave, New York, NY 10019

6. The address to which correspondence should be addressed, if different from item 5, is:
n/a

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702
and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name

See attached officers/directors rider

Office

Address

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

Dated: 10/4/04

Signature: Aaron Guth

Typed Name: Aaron Guth

Capacity: Assistant Secretary

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Revised07/2002

10/05/2004 05:00
CK: 56838 CT: 47921 BH: 769600
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 28.00 = 28.00 EXPEDITE C # 3

C156099

Register of Directors: *

Mark S Lies
Kurt A Locher
Rick M Rieder

Officers: *

Herbert H McDade III - President
Kaushik Amin - Managing Director
Brenton D Anderson - Managing Director
Thomas E Bernard - Managing Director
Mark H Burton - Managing Director
John F Coghlan - Managing Director
Theodore P Janulis - Managing Director
Sujal J Kapadia - Managing Director
Mark S Lies - Managing Director
Kurt A Locher - Managing Director
Ajay Nagpal - Managing Director
Rick M. Rieder - Managing Director
Bruce M Witherell - Managing Director
Mark L Zusy - Managing Director
Robert Guglielmo - Senior Vice President
David Goldfarb - Controller
Francis Chang - Vice President
Michael Gelband - Vice President
Stephen Hannan - Vice President
Andrew Keith - Vice President
Barry J O'Brien - Vice President
James P Seery - Vice President
Frank P Turner - Vice President
Jeffrey A. Welikson - Secretary
Oliver M Budde - Assistant Secretary
Barrett DiPaolo - Assistant Secretary
Aaron J Guth - Assistant Secretary
Jeannine C Holloway - Assistant Secretary
Karen C Manson - Assistant Secretary
Madeline L Shapiro - Assistant Secretary
Madeline L Shapiro - Assistant Secretary
Edward M Steffens - Assistant Secretary
anna walters - Assistant Secretary
Ian T Lowitt - Treasurer
Kathryn M Bopp Flynn - Assistant Treasurer
John L Buckley - Assistant Treasurer
Heidemarie Echtermann - Assistant Treasurer
Michael Gelband - Assistant Treasurer
Rhonda S Teadore - Assistant Treasurer
Paolo Tonnucci - Assistant Treasurer
Paolo R Tonnucci - Assistant Treasurer

* All Addresses for all Directors/Officers c/o Lehman Brothers Inc, 745 7th Avenue, New York, NY 10019

State of New York

Department of State } ss:

I hereby certify, that the Certificate of Incorporation of LEHMAN COMMERCIAL PAPER INC. was filed on 04/09/1964, under the name of LEHMAN COMMERCIAL PAPER INCORPORATED, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment LEHMAN COMMERCIAL PAPER INCORPORATED, changing its name to SHEARSON LEHMAN COMMERCIAL PAPER INCORPORATED, was filed 08/29/1986.

A Certificate of Amendment SHEARSON LEHMAN COMMERCIAL PAPER INCORPORATED, changing its name to LEHMAN COMMERCIAL PAPER INC., was filed 08/01/1990.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 04th day of October
two thousand and four.

A handwritten signature in black ink, appearing to read "Ray A. Dungan".

Secretary of State